

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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ZONEPERFECT NUTRITION COMPANY,	:	
	:	CIVIL ACTION
Plaintiff and Counterclaim-Defendant,	:	NO.: 04-10760 (REK)
	:	
v.	:	
	:	
HERSHEY FOODS CORPORATION, HERSHEY	:	
CHOCOLATE & CONFECTIONERY	:	
CORPORATION, BARRY D. SEARS and ZONE	:	
LABS, INC.	:	
	:	
Defendants and Counterclaim-Plaintiffs.	:	

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**ASSENTED TO MOTION FOR ADMISSION *PRO HAC VICE*
OF JAMES D. HERSCHLEIN, PHILLIP A. GERACI,
PAUL C. LLEWELLYN AND MARK D. GODLER**

Pursuant to Local Rule 83.5.3(b), I, Matthew C. Hurley, as counsel for defendants Hershey Foods Corporation and Hershey Chocolate & Confectionery Corporation (collectively, "Hershey") respectfully move this Court for the admission *pro hac vice* of James D. Herschlein, Phillip A. Geraci, Paul C. Llewellyn, and Mark D. Godler (collectively, "the applicants"), and in support of this Motion state as follows:

1. I am an attorney at law duly admitted to practice before the United States District Court for the District of Massachusetts and am a member in good standing of the bar of the Commonwealth of Massachusetts.
2. I am an attorney at the law firm of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., and I have filed an appearance as counsel representing Hershey in this matter.

3. The applicants are attorneys with the firm of Kaye Scholer LLP, 425 Park Avenue, New York, New York 10022, which serves along with Mintz Levin as counsel for Hershey in this matter. The applicants are familiar with the facts surrounding this dispute.

4. Further, as set forth in the accompanying Local Rule 83.5.3(b) Certifications submitted herewith as Exhibit A-D: (1) each of the applicants is a member in good standing in every jurisdiction in which he is admitted to practice; (2) there are no disciplinary proceedings pending against any of the applicants; and (3) each of the applicants is familiar with the Local Rules of the United States District Court for the District of Massachusetts.

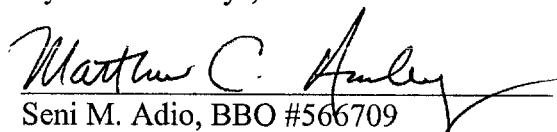
5. Counsel for plaintiff ZonePerfect Nutrition Company has assented to this Motion.

WHEREFORE, Hershey respectfully requests, through its counsel, that this Court admit the applicants *pro hac vice*, on behalf of Hershey in this matter, as set forth in the Proposed Order attached as Exhibit E.

Respectfully submitted,

**HERSHEY FOODS CORPORATION and
HERSHEY CHOCOLATE &
CONFECTIONERY CORPORATION**

By their attorneys,

A handwritten signature in black ink, appearing to read "Matthew C. Hurley", is written over a horizontal line.

Seni M. Adio, BBO #566709
Matthew C. Hurley, BBO # 643638
MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY AND POPEO, P.C.
One Financial Center
Boston, Massachusetts 02111
(617) 542-6000

Dated: June 14, 2004

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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ZONEPERFECT NUTRITION COMPANY, :

Plaintiff and :

Counterclaim-Defendant, :

v. : CIVIL ACTION NO.: 04-10760-REK

HERSHEY FOODS CORPORATION, :

HERSHEY CHOCOLATE & :

CONFECTIONERY CORPORATION, :

BARRY D. SEARS, and ZONE LABS, INC., :

Defendants and :

Counterclaim-Plaintiff. :

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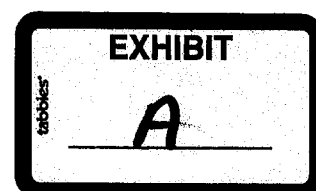
CERTIFICATION OF JAMES D. HERSCHEIN
PURSUANT TO LOCAL RULE 83.5.3(b)

I, James D. Herschlein, hereby depose and state as follows:

1. I am an attorney at Kaye Scholer LLP, which represents defendants Hershey Foods Corporation and Hershey Chocolate & Confectionery Corporation (collectively "Hershey") in this matter. I submit this certification pursuant to Local Rule 83.5.3(b).

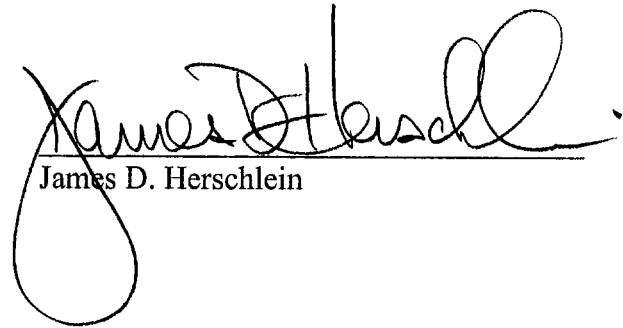
2. I am admitted to practice in the State of New York and am a member in good standing of the New York bar. I am also a member in good standing of the bars of the United States District Court for the Southern District of New York, and of the Second Circuit Court of Appeals.

3. I am a member of the bar in good standing in every jurisdiction in which I am admitted to practice. There are no disciplinary proceedings pending against me as a member of the bar in any jurisdiction.



4. I am familiar with the facts and circumstances in the above matter and I am familiar with the Local Rules of this Court.

I certify under penalty of perjury that the foregoing is true and correct.



James D. Herschlein

Dated: June 9, 2004

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

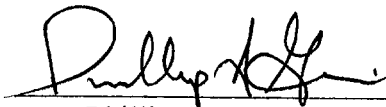
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ZONEPERFECT NUTRITION COMPANY,)
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Plaintiff and Counterclaim Defendant,)
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v.) CIVIL ACTION NO. 04-10760-REK
)
HERSHEY FOODS CORPORATION, HERSHEY)
CHOCOLATE & CONFECTIONERY CORPORATION,)
BARRY D. SEARS, and ZONELABS, INC.)
)
Defendants and Counterclaim Plaintiffs.)
-----X

**CERTIFICATION OF PHILLIP A. GERACI
PURSUANT TO LOCAL RULE 83.5.3(b)**

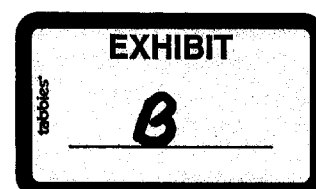
I, Phillip A. Geraci, hereby depose and state as follows:

1. I am an attorney at Kaye Scholer LLP, which represents defendants Hershey Foods Corporation and Hershey Chocolate & Confectionery Corporation (collectively "Hershey") in this matter. I submit this certification pursuant to Local Rule 83.5.3(b).
2. I am admitted to practice in the State of New York and am a member in good standing of the New York bar. I am also so a member in good standing of the bars of the Southern and Eastern Districts of New York, the Second, Third, and Ninth Circuits, and the U.S. Supreme Court.
3. I am a member of the bar in good standing in every jurisdiction in which I am admitted to practice. There are no disciplinary proceedings pending against me as a member of the bar in any jurisdiction.
4. I am familiar with the facts and circumstances in the above matter and I am familiar with the Local Rules of this Court.

I certify under penalty of perjury that the foregoing is true and correct.


Phillip A. Geraci

Dated: June 9, 2004



UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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ZONEPERFECT NUTRITION COMPANY :

Plaintiff and Counterclaim
Defendant,

: CIVIL ACTION NO. 04-10760-
REK

v. :

HERSHEY FOODS CORPORATION, HERSHEY
CHOCOLATE & CONFECTIONERY CORPORATION,
BARRY D. SEARS and ZONE LABS, INC.

Defendants and Counterclaim
Plaintiffs.

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**CERTIFICATION OF PAUL C. LLEWELLYN
PURSUANT TO LOCAL RULE 83.5.3(b)**

I, Paul C. Llewellyn, hereby depose and state as follows:

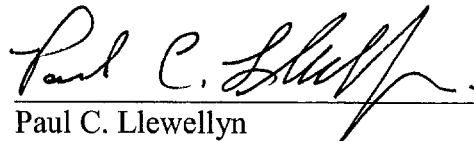
1. I am an attorney at Kaye Scholer LLP, which represents defendants Hershey Foods Corporation and Hershey Chocolate & Confectionery Corporation (collectively, "Hershey") in this matter. I submit this certification pursuant to Local Rule 83.5.3(b).

2. I am admitted to practice in the State of New York and am a member in good standing of the New York bar. I am also a member in good standing of the bars of the Southern and Eastern Districts of New York.

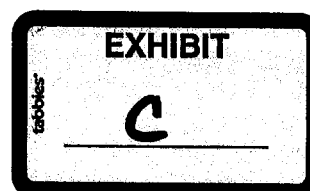
3. I am a member of the bar in good standing in every jurisdiction in which I am admitted to practice. There are no disciplinary proceedings pending against me as a member of the bar in any jurisdiction.

4. I am familiar with the facts and circumstances in the above matter and I am familiar with the Local Rules of this Court.

I certify under penalty of perjury that the foregoing is true and correct.


Paul C. Llewellyn

Dated: June 8, 2004



UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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ZONEPERFECT NUTRITION COMPANY,)

)
Plaintiff and Counterclaim Defendant,)

)
v.)

CIVIL ACTION NO. 04-10760-REK

)
HERSHEY FOODS CORPORATION, HERSHEY)

)
CHOCOLATE & CONFECTIONERY CORPORATION,)

)
BARRY D. SEARS, and ZONELABS, INC.)

)
Defendants and Counterclaim Plaintiffs.)
-----X

**CERTIFICATION OF MARK D. GODLER
PURSUANT TO LOCAL RULE 83.5.3(b)**

I, Mark D. Godler, hereby depose and state as follows:


1. I am an attorney at Kaye Scholer LLP, which represents defendants Hershey Foods Corporation and Hershey Chocolate & Confectionery Corporation (collectively "Hershey") in this matter. I submit this certification pursuant to Local Rule 83.5.3(b).

2. I am admitted to practice in the State of New York and am a member in good standing of the New York bar. I am also so a member in good standing of the bars of the Southern and Eastern Districts of New York, and the U.S. Court of Appeals for the Ninth Circuit.

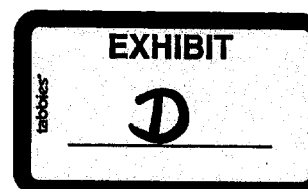
3. I am a member of the bar in good standing in every jurisdiction in which I am admitted to practice. There are no disciplinary proceedings pending against me as a member of the bar in any jurisdiction.

4. I am familiar with the facts and circumstances in the above matter and I am familiar with the Local Rules of this Court.

I certify under penalty of perjury that the foregoing is true and correct.


Mark D. Godler

Dated: June 8, 2004



UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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CHOCOLATE & CONFECTIONERY	:	
CORPORATION, BARRY D. SEARS and ZONE	:	
LABS, INC.	:	
	:	
Defendants and Counterclaim-Plaintiffs.	:	

----- X

ORDER

Upon consideration of the Motion for Admission *Pro Hac Vice* of James D. Herschlein, Phillip A. Geraci, Paul C. Llewellyn, and Mark D. Godler (collectively, "the applicants") as counsel on behalf of defendants Hershey Foods Corporation and Hershey Chocolate & Confectionery Corporation (collectively "Hershey") in this matter, and for good cause shown,

IT IS on this ____ day of _____, 2004, hereby ORDERED that the Motion for Admission *Pro Hac Vice* of the applicants on behalf of Hershey is GRANTED.

BY THE COURT:

